

#26
14863-4
14863-2

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

RECORDATION NO. 14863-4
APR 21 1988-9 25 AM

INTERSTATE COMMERCE COMMISSION
April 20, 1988

RECORDATION NO. 14863-2
APR 21 1988-9 25 AM

APR 21 1988-9 25 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

No. 8-112A040
APR 21 1988

Date

Fee \$

ICC Washington, D. C.

APR 21 9 20 AM '88
MOTOR CARRIER UNIT
100-111-101

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 12, dated as of April 20, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 12, dated as of April 20, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/
Assignee: Fleet National Bank, Individually
and as Agent
111 Westminster Street
Providence, Rhode Island 02903

Enclosures to: C. T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
April 20, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 12 dated as of April 20, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 12, dated as of April 20, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the deletion of railroad rolling stock.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE ASchedule I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESG.</u>
65011 - 65020	10	\$ 2,583,779	C214
65022 - 65035	14		
65037 - 65052	16		
65054 - 65060	7		
51429 - 51432	4	385,194	C614
51434 - 51435	2		
51456 - 51460	5	341,129	"
51478 - 51484	7	449,295	"
51485 - 51488	4	250,207	"
51489 - 51493	5	327,392	"
51521 - 51522	2	127,688	"
51523 - 51532	10	638,199	"
41068 - 41075	8	387,704	C714
71812 - 71826	15	693,286	T055
71758 - 71778	21	822,105	T103
71782 - 71806	25	932,716	T104
71865 - 71999	135	4,834,372	"
71670 - 71682	13	722,913	T105
71779 - 71781	3	315,362	"
71834 - 71838	5		
71688 - 71716	29	2,945,012	T107
71722 - 71757	36		
77298 - 77316	<u>19</u>	<u>924,586</u>	T544
Total	395	\$17,680,939	

APR 21 1988 - 9 25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

SUPPLEMENT NO. 12
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as defined in the Loan Agreement), which Collateral

is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

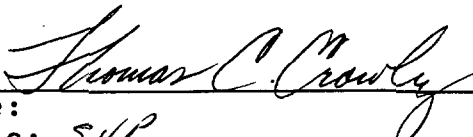
See Schedule I annexed hereto and made a part hereof.


IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 20th day of April, 1988.

ACF INDUSTRIES, INCORPORATED

By 
Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By 
Name:
Title: SVP

By 
Name:
Title: Vice President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 18th day of April, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Kathleen M. Finn

KATHLEEN M. FINN
Notary Public, State of New York
No. 30-4800603
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1985

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

9/30/89

On this _____ day of April, 1988, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Road, Old Bethpage, New York 11804, that she is an Assistant Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

RHODE ISLAND
STATE OF ~~NEW YORK~~)
PROVIDENCE : ss.:
COUNTY OF ~~NEW YORK~~)

On this 19th day of April, 1988, before me personally came Thomas C. Crowley, to me known, who being to me duly sworn, did depose and say that he resides at Cold Brook Rd., Adamsville, RI 02801, that he is a Senior Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE):

Diane L. Haley
My Commission Expires June 30, 1991

On this 19th day of April, 1988, before me personally came Kevin G. McGrath, to me known, who being to me duly sworn, did depose and say that he resides at 1144 South Rd., Wakefield, RI 02879, that he is a Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Diane L. Haley
My Commission Expires June 30, 1991

Schedule I

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71722 - 71757	36		
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